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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 21, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: El-Mo II Trust No. 2000-E

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement Nos. E1, E2 and E3, dated as of November 22, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number 23233.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Lessee: El-Mo Leasing II Corporation  
9301 West 55<sup>th</sup> Street  
La Grange, Illinois 60525

A description of the railroad equipment covered by the enclosed documents is:

30 SD70M Diesel Electric Locomotives within the series UP 4223 - UP 4263

Mr. Vernon A. Williams  
November 21, 2000  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement Nos. Nos. E1, E2 and E3, dated November 22, 2000, Wilmington Trust Company, Lessor, and El-Mo Leasing II Corporation, Lessee, covering 30 SD7OM Diesel Electric Locomotives: within the series UP 4223 - UP 4263.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 23233-A FILED

NOV 21 '00 12-19 PM

EL-Mo II TRUST No. 2000-E

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE SUPPLEMENT NOS. E1, E2 and E3**

Memorandum of Lease Supplement Nos. E1, E2 and E3 made and entered into on November 22, 2000 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

**WITNESSETH**

1. The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated November 22, 2000, subject to the term defined in said Lease Agreement.
2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into those certain Lease Supplement Nos. E1, E2 and E3 each dated November 22, 2000, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
owner trustee

By \_\_\_\_\_

Name: **JAMES P. LAWLER**  
Title: **Vice President**

Executed on this \_\_\_\_ day of November  
2000.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_

Name: Keith McCanless  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of November  
2000.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
owner trustee

By \_\_\_\_\_  
Name:  
Title:


Executed on this \_\_\_\_ day of November  
2000.

EL-MO LEASING II CORPORATION

By  \_\_\_\_\_  
Name: Keith McCanless  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of November  
2000.

SS:

  
Name: KATHLEEN A. PEDELINI  
Notary Public NOTARY PUBLIC-DELAWARE  
My Commission Expires Oct. 31, 2007  
Residing in \_\_\_\_\_

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: \_\_\_\_\_  
 Notary Public \_\_\_\_\_  
 My Commission Expires: \_\_\_\_\_  
 Residing in \_\_\_\_\_

STATE OF ILLINOIS        )  
                                      )  
COUNTY OF COOK        )        SS:

On this, the 18 day of November, 2000, before a Notary Public for DuPage County and said State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on November \_\_\_\_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kathryn J. Ziccarelli  
Name: Kathryn J. Ziccarelli  
Notary Public  
My Commission Expires: 7/30/01  
Residing in DuPage County

STATE OF \_\_\_\_\_ )  
                                      )  
COUNTY OF \_\_\_\_\_ )        SS:

On this, the \_\_\_\_\_ day of November, 2000, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of \_\_\_\_\_, that said instrument was signed on November \_\_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

**Exhibit A****Units subject to Lease Supplement No. E1**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers</b> Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	5	4223 4225 4226 4227 4228

**Units subject to Lease Supplement No. E2**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers</b> Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	3	4229 4230 4232

**Units subject to Lease Supplement No. E3**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers</b> Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	22	4233 4234 4235 4236 4237 4238 4239 4240 4242 4243 4244 4248 4250 4251 4256 4257



4258  
4259  
4260  
4261  
4262  
4263